1339958

SEC 1972 Potential persons who are to respond to the collection of information contained in this form are not (6-02) required to respond unless the form displays a currently valid OMB control number.

## ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

SECURITY RECEIVED 3 2006 NC PI

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

# FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

OMB Al'PROVAL
OMB Number: 3235-0076
Expires: May 31, 2005
Estimated average burden
hours pe: response... 1



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DATE RECEIVED

Name of Offering ([] check if this Limited Liability Company Member			_		<b>O</b> /
Filing Under (Check box(es) that apply):	productive to the state of the	[] <u>Rule 505</u>	e anni e an	to recognize of the action themselves the control of the control o	F I
Type of Filing: [X] New Filing [] A	mendment				00000000000000000000000000000000000000
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1. Enter the information requested	d about the issue	r .	nter and the second filter community of the second	The Management of the Sales	THOMSON
Name of Issuer ([] check if this is MP122030 L.L.C.	an amendment	and name has	changed, and	d indicate	change.)
Address of Executive Offices (Nu Area Code)	mber and Street,	City, State, Zip	Code) Tele	phone Nu	mber (Including
55 East Thomas Road, Phoenix, Arizona 8	85012		(602)	287-3065	
Address of Principal Business Op (Including Area Code)	erations (Numbe	er and Street, C	ity, State, Zij	Code) To	elephone Number
(if different from Executive Offices	s)				
Brief Description of Business	o datam. Il Mak kar piraga kindipung nasa kasandi di dinang sawan	ATTICLE THE PARTY OF THE PARTY	telesiferan octor et alle in mendels et a in	A ANGELIA DE LA CAMBRA	NO SIN DESCRIPTION OF THE PROPERTY OF THE PROP
To make or acquire all or portions of initially, all such real estate shall be real estate in Colorado, California an	located in Arizona,				
Type of Business Organization	Account on the Conference and the Conference of	reggija (Persona Basil di agarang ara kacamanan arabanah ang pinanan		entral de la la constitución de	
[] corporation	[] limited partner	ship, already fo			please specify):
[] business trust	[] limited partner	ship, to be form	ned	Limited Liability Comp	



Month Year

Actual or Estimated Date of Incorporation or Organization:

[0][7] [0][6]

[X] Actual [] Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbrev ation for State: CN for Canada; FN for other foreign jurisdiction): [A][Z]

### GENERAL INSTRUCTIONS

#### Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under <u>Regulation</u> D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address. Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

#### State

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

Δ	RA.	SIC	IDEN	STIFIC	ATION	DATA

- 2. Enter the information requested for the following:
  - Each promoter of the issuer, if the issuer has been organized within the past five years;
  - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
  - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
  - Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	[X]Promoter	[] Beneficial Owner	[] Executive Officer	[]	Director [X]	General and/o Managing Partner
Full Name (Last name Mortgages Ltd.			anne et pagent e <sup>n te</sup> t la de la mentale i la materiale de propriet de la mentale de l	va	And the second s	energe e e e e e e e e e e e e e e e e e e
Business or Residence 55 East Thomas Road, Pho			City, State, Zip Code	∍)	A TO STATE OF THE	The second secon
Check Box(es) that Apply:	[X] Promoter	[] Beneficial Owner	[X] Executive Officer	נו	Director [ ]	General and/o Managing Partner
Full Name (Last name Scott M. Coles	e first, if individu	al)		naid i de America de America	Manufacture of the Annagement	nervice and the second
Business or Residence 55 East Thomas Road, Pho			City, State, Zip Code	9)		
Check Box(es) that Apply:	[X] Promoter	[] Beneficial Owner	[X] Executive Officer		Director []	General and/o Managing Partner
Full Name (Last name Mike Denning	e first, if individu	al)		endra de estadores	ragion of the second second of the second	
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Check Box(es) that Apply:	[] Promoter	[] Beneficial Owner	[X ] Executive Officer	[]	Director []	General and/o Managing Partner
Full Name (Last nam Christopher Olson	e first, if individu	ial)				
Business or Resident 55 East Thomas Road, Pho			, City, State, Zip Cod	e)		

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

				B. INF	ORMAT	ON ABO	OUT OF	ERING				
	the issu	er sold,	or does t	he issue	er intend	to sell, t	o non-ac	credited	investor	s in this	Yes []	No [X]
Answe 2. Wha	er also in at is the a ough the l	minimun	n investm	ent that	will be a	ccepted	from any				\$100,000	<b>)</b> *
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(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

# C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box " and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security Debt Equity	Aggregate Offering Price \$ N/A \$ N/A	Amount Already Sold \$ N/A \$ N/A
[] Common [] Preferred		
Convertible Securities (including warrants)	\$ N/A \$ N/A \$500,000,000 \$500,000,000	\$ N/A \$ N/A \$ 0 \$ 0
Answer also in Appendix, Column 3, if filing under ULOE.		
2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		Aggregate
Accredited Investors	Number of Investors 0 N/A N/A	Dollar Amount of Purchases \$ 0 \$ N/A \$ N/A
Answer also in Appendix, Column 4, if filing under ULOE.		
3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Par C-Question 1.	t	
Type of offering Rule 505 Regulation A Rule 504 Total	Type of Security N/A N/A N/A N/A	Dollar Amount Sold \$ N/A \$ N/A \$ N/A \$ N/A

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees	XI	\$0
Printing and Engraving Costs	İXĪ	\$0 *
Legal Fees	jxī	\$0 *
Accounting Fees	įχį	
Engineering Fees	ixi	\$0
Sales Commissions (specify finders' fees separately)	ixi	\$0
Other Expenses (identify)	[X]	\$0
Total	[X]	\$0*

\*Initial offering expenses of approximately \$15,000 will be paid by the manager of the Issuer so that 100% of the offering proceeds will be available for investment in Loans. Such expenses will be reimbursed by the Issuer in 12 equal monthly installments, with interest at the rate of ten percent (10%) per annum.

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer." ............

\$500,000,000

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

Salaries and fees	Payments to Officers, Directors, & Affiliates [X] \$0 * [X] \$0	Payments To Others [X] \$0 [X] \$0
Purchase, rental or leasing and installation of machinery and equipment	[X] \$0	[X] \$0
Construction or leasing of plant buildings and facilities	[X] \$0	[X] \$0
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	[X] \$0	[X] \$0
Repayment of indebtedness	[X] \$0 [X] \$0	[X] \$0 [X] \$0
Other (specify): purchase of Loans	[X] \$0	[X] \$500,000,000
	[X] \$0	[X] \$0
Column Totals	[X] \$0	[X] \$500,000,000
Total Payments Listed (column totals added)		[X] \$500,000,000 **

<sup>\*</sup>It is anticipated that subsequent operating expenses of the Issuer will be paid out of interest income or, to the extent necessary, from repayment of principal on the Loans. In addition, the Manager will receive a one-time organizational fee of \$15,000, which will be paid in 12 equal monthly installments.

<sup>\*\*</sup>Assuming the Maximum Offering is sold, although the offering may close upon the sale of a minimum of \$250,000 in Interests.

### D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under <u>Rule 505</u>, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of <u>Rule 502</u>.

Issuer (Print or Type): Mortgages Ltd. Opportunity Fund MP14, L.L.C	Signature	Date 6/39/06
Name of Signer (Print or Type): Mortgages Ltd. By: Scott Coles Its: CEO	Title of Signer (Print or Type): Manager	

# ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

# APPENDIX

1	2	)	3		4			5 Disqualification	
	Intend to non-ac investors (Part B-	credited in State	Type of security and aggregate offering price offered in state (Part C-Item 1)	a	Type of inves mount purchas (Part C-Ite	ed in State em 2)		under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non- Accredited Investors		Yes	No
AL			\$500,000,000						
AK			\$500,000,000		a, a a min — a papajada a <u>mai mengalaja a</u> pad				
AZ			\$500,000,000						
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ID			\$500,000,000						
IL			\$500,000,000						
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IA			\$500,000,000						
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KY			\$500,000,000						
LA			\$500,000,000						
ME			\$500,000,000						

MD	\$500,000,000	
МА	\$500,000,000	
МІ	\$500,000,000	
MN	\$500,000,000	
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NE	\$500,000,000	
NV	\$500,000,000	
NH	\$500,000,000	
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NY	\$500,000,000	
NC	\$500,000,000	
ND	\$500,000,000	
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PA	\$500,000,000	
RI	\$500,000,000	
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SD	\$500,000,000	
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UT	\$500,000,000	
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VA VA	\$500,000,000	
WA	\$500,000,000	

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WV.	\$500,000,000		
wı	\$500,000,000		
WY	\$500,000,000		
PR	\$500,000,000		

http://www.sec.gov/divisions/corpfin/forms/formd.htm Last update: 06/06/2002